

Service Date: June 23, 2006

DEPARTMENT OF PUBLIC SERVICE REGULATION  
BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MONTANA

IN THE MATTER OF the Joint Application of	)	UTILITY DIVISION
NorthWestern Corporation and Babcock &	)	
Brown Infrastructure Limited, BBI US Holdings	)	DOCKET NO. D2006.6.82
Pty Ltd., BBI US Holdings II Corp., and BBI	)	
Glacier Corp. for Approval of the Sale and Transfer	)	
of NorthWestern Corporation Pursuant to a Merger	)	
Agreement	)	

**NOTICE OF APPLICATION**  
**AND INTERVENTION DEADLINE**

On June 7, 2006, NorthWestern Corporation (NW) and Babcock & Brown Infrastructure Limited (BBIL), BBI US Holdings Pty Ltd., BBI US Holdings II Corp., and BBI Glacier Corp. (collectively the BBI Parties) submitted their joint application seeking an order from the Public Service Commission (PSC) that: 1) NW has complied with the provisions of Order No. 6505e in Docket No. D2003.8.109; 2) the PSC approves BBIL's acquisition of the common stock of NW and assumption of NW's debt, under that Merger Agreement between NW and the BBI Parties dated April 25, 2006; and 3) modifies Order No. 6505e as necessary to implement the Merger Agreement (Joint Application).

Additionally, the Joint Applicants requested the PSC establish an expedited procedural schedule. The PSC will issue a procedural order governing the procedure and schedule in this matter after the date for intervention established below. Each Joint Applicant must respond within 10 days to PSC and intervenor data requests directed to it prior to issuance of a procedural order in this docket.

A copy of the Joint Application is available for inspection at the business offices of NorthWestern Energy, 40 East Broadway Street, Butte, Montana, 59701, the PSC, and the Montana Consumer Counsel (MCC). The Joint Application is also available at the PSC's website (go to <http://psc.mt.gov/eDocs/CurrentInterest/> and select the appropriate document under D2006.6.82). The MCC, 616 Helena Avenue, P.O. Box 201703, Helena, Montana

59620-1703, telephone (406) 444-2771, is available and may be contacted to assist and represent the interests of the consuming public in this matter.

Any interested person who is directly affected by NW's filing before the PSC and who wants to be a party to the docket must file a Petition to Intervene with the PSC, 1701 Prospect Avenue, P.O. Box 202601, Helena, Montana 59620-2601, no later than July 10, 2006. Intervenorors are requested to state their views as to the scope of review necessary in this docket and the specific issues to be reviewed. An original and ten copies of the Petition to Intervene must be filed with the PSC. One copy must be served on NWE and the MCC (addresses above).

Any interested person who does not prefer to formally participate in the matter as an intervenor, may submit written public comments on the matter to the PSC at the above address. Public comments may also be submitted to the PSC through the PSC's web-based comment form at <http://psc.mt.gov>, (go to 'Contact Us,' 'Comment on Proceedings Online,' then complete the form and submit). The PSC will consider all public comments regarding the Joint Application, written or electronic, received before it issues a final order in this matter.

The PSC's jurisdiction over this matter is provided at Title 69, MCA. The substantive and procedural law applicable is Title 69, MCA, especially Chapters 3, ARM Title 38, Ch. 5 (utilities), Title 2, Ch. 4, MCA (MAPA), ARM Title 38, Ch. 2 (PSC procedural rules), and any prior orders of the PSC which may bear on the issues presented.

The PSC initially notices proceedings through use of general service lists. Interested persons not intervening, but wishing to remain on the service list to receive notices and orders, must notify the PSC in writing by the date fixed for intervention. Failure to submit notification will result in removal from the service list in this docket.

BY THE MONTANA PUBLIC SERVICE COMMISSION

GREG JERGESON, Chairman  
BRAD MOLNAR, Vice-Chairman  
DOUG MOOD, Commissioner  
ROBERT H. RANEY, Commissioner  
THOMAS J. SCHNEIDER, Commissioner